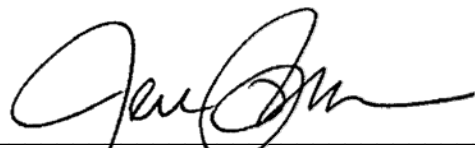


citizenship of any members of the LLC that are themselves LLCs). *See Handelsman*, 213 F.3d at 51-52; *see also, e.g., In re Bank of Am. Corp. Sec., Derivatives, and ERISA Litig.*, 757 F. Supp. 2d 260, 334 n.17 (S.D.N.Y. 2010). Additionally, a party's citizenship, including the citizenship of LLC members, "must be affirmatively pled." *Prospect Funding Holdings, LLC v. Fennell*, No. 15-CV-4176 (LLS), 2015 WL 4477120, at *1 (S.D.N.Y. July 15, 2015). In the present case, the Complaint alleges that Defendant Gross is the "managing member" of the Defendant LLC and that Defendant Weiss "is also a member of" the Defendant LLC, but it does not explicitly allege that they are the *only* members of the Defendant LLC.

Accordingly, it is hereby ORDERED that, on or before **May 10, 2024**, Plaintiff shall file a letter confirming that Gross and Weiss are indeed the only members of the Defendant LLC. If that is not the case, by no later than **the same date**, Plaintiff shall amend its Complaint to affirmatively allege the citizenship of *each* constituent person or entity comprising the Defendant LLC as well as the citizenship of all individual parties. If, by that date, the Plaintiff is unable to either confirm that citizenship has been adequately alleged or amend the Complaint to truthfully allege complete diversity of citizenship, then the Complaint will be dismissed for lack of subject matter jurisdiction without further notice to either party.

SO ORDERED.

Dated: May 6, 2024
New York, New York



JESSE M. FURMAN
United States District Judge